

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re: : Chapter 11  
:   
W.R. GRACE & CO., *et al.* : Case No. 01-1139 (KJC)  
:   
Debtors : (Jointly Administered)

**ORDER APPROVING FINAL APPLICATION OF  
PRICEWATERHOUSECOOPERS LLP, AUDITORS AND TAX CONSULTANTS  
FOR DEBTORS, FOR ALLOWANCE OF COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FOR THE  
PERIOD JANUARY 10, 2002 THROUGH FEBRUARY 3, 2014**

Upon consideration of the Final Fee Application of PricewaterhouseCoopers LLP (“PwC”), Auditors and Tax Consultants for Debtors, for Allowance of Compensation and Reimbursement of Expenses, incurred during the period of January 10, 2002 through February 3, 2014, dated May 5, 2014 (the “Application”); and upon the Certification of Thomas E. Smith in support of the Application; and upon a hearing having been held before this Court to consider the Final Fee Application; and upon notice having been given pursuant to Bankruptcy Rule 2002(a)(7) and (c)(2); and due consideration having been given to any responses thereto, and sufficient cause having been shown therefore, it is hereby:

ORDERED that the Final Fee Application is approved, and it is further

ORDERED that the compensation for services rendered in the amount of \$31,041,384.99 and reimbursement of expenses in the aggregate amount of \$772,963.27 for a total of \$31,814,348.26 with respect to the interim period January 10, 2002 through February 3, 2014 are hereby granted to PwC on a final basis.

Dated: \_\_\_\_\_, 2014

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Kevin J. Carey  
United States Bankruptcy Judge